Signatory Authority Reference for Entities
Doing Business with Penn State

• Companies doing business with Penn State should be aware of Penn State’s policies regarding signatory authority for legal agreements including routine confidentiality agreements and material transfer agreements.

• Penn State policies clearly identify a select few Penn State officials with signatory authority to bind Penn State or any of its units in legal agreements. Likewise, a select few individuals have signatory authority for the Penn State Milton S. Hershey Medical Center, for which each element of this notice, wherever mentioning Penn State, equally applies.

• Members of the faculty and staff, including department heads/chairs, division chiefs, institute directors and other heads or managers of individual units DO NOT have signatory authority for Penn State or any of its units or subsidiaries.

• Members of the faculty and staff do not have the authority to legally bind Penn State in Confidentiality Agreements, Non-Disclosure Agreements, Material Transfer Agreements, Visiting Scientist Agreements, non-Penn State intellectual property agreements, Collaboration Agreements, Research Agreements, License Agreements and so on. Company-originated agreements will require thorough review and possibly negotiation by the appropriate Penn State office prior to execution. Using Penn State’s standard agreements will expedite the approval process.

• If members of the faculty or staff sign a legal agreement on behalf of Penn State, the agreement is not legally binding on Penn State. Companies should not accept faculty- or staff-signed agreements and should return them to Penn State for signature by an authorized officer.

• Some agreements include signature blocks for members of the faculty and staff to acknowledge that they are familiar with the terms and conditions of the agreement. These signature blocks are for acknowledgement purposes only and do not legally bind Penn State.

• Subject to compliance with Penn State policies, members of the faculty do have the authority to enter into legal agreements regarding personal non-Penn State activities. Typical agreements of this type include consulting agreements and publishing agreements. Penn State is not a party to these agreements. Guideline RAG15 FACULTY CONSULTING AGREEMENTS summarizes Penn State’s policies and procedures relating to faculty consulting activities and contains recommended clauses for inclusion to ensure such agreements do not conflict with a faculty member’s primary obligations to Penn State.

This information is a summary of existing Penn State policy created by the Intellectual Property Office in 2010